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STATE OF CALIFORNIA

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
LEARNING LATITUDES CHARTER SCHOOL
a California Nonprofit Public Benefit Corporation

FILED
Secretary of State
State of California
APR 23 2018 VM
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The undersigned certify that:

1. They are the President and the Secretary, respectively, of Learning Latitudes Charter School, a California nonprofit public benefit corporation.
2. The amendment and restatement of the Articles of Incorporation of Learning Latitudes Charter School attached hereto has been fully approved by the board of directors and is incorporated by reference as if fully set forth in this certificate.
3. The amendment and restatement of the Articles of Incorporation of Learning Latitudes Charter School attached hereto has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

Dated: April 20, 2018


Karra Gordon, President


Cynthia Woodruff, Secretary

The above signed officers further certify that the Articles of Incorporation of Learning Latitudes Charter School as approved by the board of directors and the required vote of the members is set forth in full as follows:

STATE OF CALIFORNIA
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PACIFIC COAST ACADEMY
A California Nonprofit Public Benefit Corporation

I.

The name of the corporation is Pacific Coast Academy ("Corporation").

II.

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this Corporation is to operate one or more California public charter schools.

III.

A. The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

E. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. In the event the Corporation is determined to be a private foundation within the meaning of section 509 of the Code, then during such period:

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by section 4942 of the Code.

(ii) The Corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

IV.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall distribute such assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the applicable court in the county which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

V.

Except as otherwise provided herein, all conditions, qualifications, requirements, privileges and regulations regarding the Board of Directors of the Corporation, including voting rights if any, shall be fixed and governed by or pursuant to the Bylaws of the Corporation.

VI.

The Corporation is authorized to indemnify its agents (as defined in section 5238 of the California Nonprofit Corporation Law) to the fullest extent permissible under California law.

Dated: April 20, 2018

Cynthia Woodruff
Cynthia Woodruff, Secretary

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(e) ager _____ to represent
and to vote thereon and also, but not
only to vote thereon, all the shares of the
corporation owned by the person named
150003.00101/107064258



01/20/2018
01/20/2018



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 24 2018

KM

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State